



Dated: June 6, 2013, 08:41 AM

The following is ORDERED:

A handwritten signature in black ink that reads "Sarah A. Hall".

Sarah A Hall
United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT FOR THE
WESTERN DISTRICT OF OKLAHOMA**

In re:) Chapter 11
)
GMX RESOURCES INC., <i>et al.</i> ¹) Case No. 13-11456 (SAH)
)
Debtors.) Jointly Administered
)
)

**ORDER GRANTING APPLICATION PURSUANT TO SECTIONS 330(a) AND 1103 OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULE 2014 AUTHORIZING THE
EMPLOYMENT OF CONWAY MACKENZIE, INC. AS FINANCIAL ADVISOR TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
EFFECTIVE AS OF APRIL 12, 2013**

NOW before the Court comes the Application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of GMX Resources Inc., *et al.* (the "Debtors"), Pursuant to Sections 330(a) and 1103 of title 11 of the United States Code and Rule

¹ The Debtors in these chapter 11 cases, along with the last four digits of their federal tax identification numbers, are: GMX Resources Inc. (4474), Diamond Blue Drilling Co. (7463), and Endeavor Pipeline, Inc. (3948). The location of GMX's corporate headquarters and the service address for its affiliates is 9400 N. Broadway, Suite 600, Oklahoma City, OK 73114.

2014 of the Federal Rules of Bankruptcy Procedure Authorizing the Employment of Conway MacKenzie, Inc. (“CM”) as Financial Advisor to the Committee, Effective as of April 12, 2013 (“Application”) filed at Docket No. 356; and the Court having jurisdiction over the Application pursuant to 28 U.S.C §§ 157 and 1334; and consideration of the Application being a core proceeding under 28 U.S.C. § 157(b)(2); and it appearing that notice of the Application was sufficient under the circumstances; and after due consideration of the Application and good cause appearing therefor, it is hereby ORDERED that:

1. The Application is hereby GRANTED, and the Committee is hereby authorized to employ and retain CM as its financial advisor on the terms set forth herein and in the Application.

2. CM shall be compensated in accordance with the terms described in the Engagement Letter and upon proper fee application, submitted pursuant to Fed. R. Bankr. P. 2016(a), Local Bankruptcy Rule 2016-1 and Orders of this Court setting forth procedures for interim compensation and reimbursement of expenses.

3. CM shall maintain time records in summary format, which shall include reasonably detailed descriptions of those services provided to the Committee, time spent by its professionals in connection with the rendering of services to the Debtors by category and shall provide the hours expended, by each professional, in half-hour increments.

4. Debtors are authorized and required to indemnify, hold harmless, provide contribution to and reimburse CM, or any of its affiliates, directors, officers, partners,

shareholders, agents, employees or controlling persons, pursuant to the Indemnification Provisions of the Engagement Letter, and Schedule 1 thereto is hereby approved.

5. This Court hereby retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of the Engagement Letter and this Order during the pendency of these bankruptcy proceedings.

6. To the extent there may be any inconsistency between the terms of the Application, the Engagement Letter or this Order, the terms of this Order shall govern.

7. The retention of CM shall be effective as of April 12, 2013.

8. The findings of fact in this order are based upon representation of counsel.

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APPROVED FOR ENTRY:

LOOPER REED & McGRAW P.C.

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- and -

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**ATTORNEYS FOR THE OFFICAL
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